
ALTECH CHEMICALS LIMITED

ACN 125 301 206

NOTICE OF GENERAL MEETING

TIME: 11:00am (WST)

DATE: Thursday 6 June 2019

PLACE: Altech Chemicals Limited
Suite 8
295 Rokeby Road
Subiaco WA 6008

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Shane Volk, on +61 8 6168 1506.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:00am (WST) on Thursday 6 June 2019 at:

Suite 8, 295 Rokeby Road, Subiaco, WA 6008.

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 5:00pm (WST) on Tuesday 4 June 2019.

VOTING IN PERSON

To vote in person, attend the General Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

AGENDA

ORDINARY BUSINESS

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES PURSUANT TO PLACEMENT

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 73,871,498 Shares on the terms and conditions set out in the Explanatory Statement.”

Short Explanation: On 16 April 2019, the Company announced that it would be undertaking a placement of Shares to various professional and sophisticated investors to raise \$18 million. On 26 April 2019 the Company completed the issue of 73,871,498 Shares at an issue price of \$0.1085 per Share (a ~16.5% discount to the price of the Company's shares as traded on the ASX at the close of trade on 11 April 2019) pursuant to the placement. The issue was made in accordance with the Company's available placement capacity under ASX Listing Rule 7.1. Resolution 1 is seeking Shareholder approval for the ratification of the issue of these 73,871,498 Shares by the Company.

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES PURSUANT TO PLACEMENT

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 57,255,999 Shares on the terms and conditions set out in the Explanatory Statement.”

Short Explanation: On 16 April 2019, the Company announced that it would be undertaking a placement of Shares to various professional and sophisticated investors to raise \$18 million. On 26 April 2019 the Company completed the issue of 57,255,999 Shares at an issue price of \$0.1085 per Share (a ~16.5% discount to the price of the Company's shares as traded on the ASX at the close of trade on 11 April 2019) pursuant to the placement. The issue was made in accordance with the Company's available placement capacity under ASX Listing Rule 7.1A. Resolution 2 is seeking Shareholder approval for the ratification of the issue of these 57,255,999 Shares by the Company.

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. RESOLUTION 3 – APPROVAL OF THE PLACEMENT OF SHARES TO SMS GROUP

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholder approval is given for the Company to issue up to 18,433,180 Shares to SMS group or its nominee as set out in the Explanatory Statement.”

Short Explanation: On 16 April 2019, the Company announced that it would be undertaking a placement of Shares to various professional and sophisticated investors to raise \$18 million and that SMS group, the appointed engineering, procurement and construction (EPC) contractor for the Company’s proposed Malaysian high purity alumina (HPA) plant, had agreed to subscribe for \$2.0 million worth of Shares under the placement. Resolution 3 is seeking Shareholder approval for the issue of up to 18,433,180 Shares at an issue price of \$0.1085 per Share (a ~16.5% discount to the price of the Company’s shares as traded on the ASX at the close of trade on 11 April 2019) pursuant to the \$2.0 million subscription by SMS group. The effect of Shareholders approving this Resolution is that the Company can issue the Shares without impacting on its 15% and 10% annual placement capacity under ASX Listing Rules 7.1 and 7.1A. Refer to the Explanatory Statement for details.

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. RESOLUTION 4 – APPROVAL OF PLACEMENT OF SHARES TO MELEWAR GROUP

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue up to 18,433,180 Shares to Melewar Group (or its nominees) on the terms and conditions set out in the Explanatory Statement.”

Short Explanation: On 16 April 2019, the Company announced that it would be undertaking a placement of Shares to various professional and sophisticated investors to raise \$18 million and that the Melewar Group (controlled by Company Non-Executive Director – Tunku Yaacob Khyra) had agreed to subscribe for \$2.0 million worth of Shares under the placement. Resolution 4 is seeking Shareholder approval for the issue of 18,433,180 Shares at an issue price of \$0.1085 per Share (a ~16.5% discount to the price of the Company’s shares as traded on the ASX at the close of trade on 11 April 2019) pursuant to the \$2.0 million subscription by Melewar Group. The effect of Shareholders approving Resolution 4 is that the Company can issue the Shares without impacting on its 15% and 10% annual placement capacity under ASX Listing Rules 7.1 and 7.1A. Refer to the Explanatory Statement for details.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Melewar Group (or its nominee) or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

BY ORDER OF THE BOARD



SHANE VOLK
COMPANY SECRETARY
ALTECH CHEMICALS LIMITED
2 MAY 2019

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

1.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF SHARES PURSUANT TO PLACEMENT

On 16 April 2019, the Company announced that it would be undertaking a placement of Shares to various professional and sophisticated investors to raise \$18 million (**Placement**). On 26 April 2019 the Company completed the issue of a total of 131,127,497 Shares at an issue price of \$0.1085 per Share under the Placement, comprising:

- (a) 73,871,498 Shares pursuant to the Company's existing placement capacity under ASX Listing Rule 7.1 (the subject of Resolution 1); and
- (b) 57,255,999 Shares pursuant to the Company's existing placement capacity under ASX Listing Rule 7.1A (the subject of Resolution 2).

Resolutions 1 and 2 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

2.2 Resolution 1 – ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

2.3 Resolution 2 – ASX Listing Rule 7.1A

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

By ratifying the issue the subject of Resolution 2, the base figure (i.e. variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

2.4 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 131,127,497 Shares were issued on the following basis:
 - (i) 73,871,498 Shares issued pursuant to ASX Listing Rule 7.1; and
 - (ii) 57,255,999 Shares issued pursuant to ASX Listing Rule 7.1A;
- (b) the issue price was \$0.1085 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to a variety of professional and sophisticated investors pursuant to sections 708(8) and (11) of the Corporations Act. None of these subscribers are related parties of the Company; and
- (e) the funds raised from this issue were applied to the continuation of construction of the Company's Malaysian high purity alumina plant (stage 2), the payment of the balance of stage 1 construction activities and for corporate and general working capital purposes.

3. RESOLUTION 3 – APPROVAL OF THE PLACEMENT OF SHARES TO SMS GROUP

Resolution 3 seeks Shareholder approval for the issue of up to 18,433,180 Shares at an issue price of \$0.1085 per Share to SMS group (or its nominee) pursuant to the Placement.

A summary of ASX Listing Rule 7.1 is set out in section 2.1 above.

The effect of Resolution 3 will be to allow the Company to issue the Shares, the subject of Resolution 3, during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Technical information required by ASX Listing Rule 7.3

ASX Listing Rule 7.3 requires that the following information be provided to Shareholder for the purpose of obtaining Shareholder ratification pursuant to ASX Listing Rule 7.1:

- (a) the maximum number of Shares to be issued by the Company is 18,433,180;
- (b) the issue price will be \$0.1085 per Share;
- (c) the Shares will be issued to SMS group (or its nominee). The subscriber is not a related party of the Company.
- (d) the Shares to be issued are all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Shares will be issued no later than three (3) months after the date of the Meeting, or such longer period of time as ASX may in its discretion allow, and it is intended that the Shares will be issued on the same date; and
- (f) the Company intends to use the funds raised from this issue towards the continuation of construction of the Company's Malaysian high purity alumina plant (stage 2), the payment of the balance of stage 1 construction activities and for corporate and general working capital purposes.

4. RESOLUTION 4 – APPROVAL OF PLACEMENT OF SHARES TO MELEWAR GROUP

Resolution 4 seeks Shareholder approval for the issue of up to 18,433,180 Shares at an issue price of \$0.1085 per Share to Melewar Group (an entity controlled by Company Non-Executive Director – Tunku Yaacob Khyra) (or its nominee) pursuant to the Placement.

ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act provides a general restriction against a company issuing securities to related parties without the prior approval of Shareholders.

Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The participation of Melewar Group in the Placement will result in the issue of Shares which constitutes giving a financial benefit and Melewar Group is a related party of the Company by virtue of being controlled by a Director of the Company (Tunku Yaacob Khyra).

The Directors (other than Tunku Yaacob Khyra who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of this issue of Shares, the subject of Resolution 4, because the Shares will be issued to Melewar Group (or its nominees) on the same terms as Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the Placement involves the issue of Shares to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

ASX Listing Rule 10.11 restricts the Company's ability to issue securities to directors unless approval is obtained from Shareholders. The effect of passing Resolution 4 will be to allow the Company to issue a maximum of up to 18,433,180 Shares to Melewar Group (or its nominee) within one (1) month after the Meeting (or a longer period, if allowed by ASX) without breaching Listing Rule 10.11 or using up the Company's 15% placement capacity under ASX Listing Rule 7.1 of its 10% placement capacity under ASX Listing Rule 7.1A.

Technical information required by ASX Listing Rule 10.13

ASX Listing Rule 10.13 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 10.11:

- (a) the Shares shall be issued to Melewar Group (or its nominees);
- (b) the maximum number of Shares the Company will issue is 18,433,180;
- (c) the Shares will be issued no later than one (1) month after the date of the Meeting, or such longer period of time as ASX may in its discretion allow;
- (d) Shares will be issued by the Company at an issue price of \$0.1085 each per Share, being the same as all other Shares issued to other participants the Placement;
- (e) the Shares will be all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the Company intends to use the funds raised from this issue towards the continuation of construction of the Company's Malaysian high purity alumina plant (stage 2), the payment of the balance of stage 1 construction activities and for corporate and general working capital purposes.

5. ENQUIRIES

Shareholders are requested to contact the Company Secretary, Shane Volk, on (+61 8) 6168 1506 or shane@altechchemicals.com if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

General Meeting or **Meeting** means the meeting convened by the Notice.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of Directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means Altech Chemicals Limited (ACN 125 301 206).

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Melewar Group means Melewar Equities (BVI) Ltd and MAA Group Berhad.

Notice or **Notice of Meeting** or **Notice of General Meeting** means this notice of General meeting including the Explanatory Statement and the Proxy Form.

Placement has the meaning given in Section 2.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

SMS group means SMS Investments SA.

WST means Western Standard Time as observed in Perth, Western Australia.

APPOINTMENT OF PROXY FORM

ALTECH CHEMICALS LIMITED
ACN 125 301 206

GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at Suite 8, 295 Rokeby Road, Subiaco at 11.00am WST on 6 June 2019, and at any adjournment thereof.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

| Voting on business of the Meeting | | FOR | AGAINST | ABSTAIN |
|-----------------------------------|-------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Ratification of prior issue if Shares pursuant to Placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Ratification of prior issue if Shares pursuant to Placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Approval of placement of Shares to SMS Group | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Approval of placement of Shares to Melewar Group | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____ Contact ph (daytime): _____

E-mail address: _____ Consent for contact by e-mail: YES NO

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Altech Chemicals Limited, Suite 8, 295 Rokeby Road, Subiaco WA 6008 ; or
 - (b) e-mail to the Company at shane@altechchemicals.com; or
 - (c) facsimile to the Company on facsimile number +61 8 6168 1555.

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.